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OFFICE OF THE
CLERK OF THE COURT

ARTICLES OF INCORPORATION

OF

DISTRESSED MERCHANDISE ASSOCIATES, INC.

We, the undersigned natural persons, each more than twenty-one years of age, acting as incorporators in order to organize a corporation under and pursuant to the Colorado Corporation Code, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is

Distressed Merchandise Associates, Inc.

ARTICLE II

Term of Existence

The period of duration of the corporation shall be perpetual.

ARTICLE III

Purpose

The purposes for which the corporation is organized, and as follows:

(A) To conduct, engage in and carry on the general business of:

(1) Purchasing or otherwise acquiring, and owning, holding, managing, manufacturing, developing and selling, leasing, encumbering or otherwise disposing of and dealing in personal property of every kind and description, tangible or intangible and including, but not limited to, stock, stock rights, options or warrants, debentures, bonds, and other obligations and securities of corporations or other entities.

(ii) Purchasing or otherwise acquiring, and owning, holding, managing, developing and selling, leasing, encumbering or otherwise disposing of and dealing in real property, whether improved or unimproved, and any interest therein, of every kind and description.

(iii) Investing, on behalf of itself or others, in any form, any part of its capital and such additional funds as it may obtain, in any corporation, association, partnership, joint venture, entity or business venture of any kind or character and otherwise acquiring an interest in any such business or business venture as the Board of Directors may from time to time deem convenient or proper, and actively engaging in, promoting, managing and otherwise protecting and developing any investment or interest so acquired.

(B) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purpose hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the Colorado Corporation Code, by any other law, or by these Articles of Incorporation.

(C) To carry out the purposes hereinabove set forth in any state, territory, district, possession, dependency or other political subdivision of the United States of America, or in any foreign country, to the extent that such purpose is not forbidden by the law of such state, territory, district, possession, dependency or political subdivision of the United States of America or by such foreign country.

ARTICLE IV

Powers

In furtherance of the purposes set forth in Article III of these Articles of Incorporation, the corporation shall have and may exercise all of the rights, powers, and privileges

now or hereafter conferred upon corporations organized under and pursuant to the laws of the State of Colorado, including, but not limited to, the power to enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in Article III of these Articles of Incorporation, jointly or in common with others. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE V

Capital Stock

A. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares of common stock all of which shall be without nominal or par value. All shares of common stock shall be fully paid stock and not liable to any call of assessment.

B. Transfer Restrictions. The corporation shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that such restrictions as may from time to time be so imposed or notice of the substance thereof shall be set forth upon the face or back of the certificates representing such shares of common stock.

C. Pre-emptive Rights. The holders of the shares of the common stock of the corporation shall be entitled as of right to purchase or subscribe for any unissued shares of any class, or any additional shares of any class to be issued by reason of any increase of the authorized shares

of the corporation of any class, or any bonds, certificates of indebtedness, debentures, or other securities, rights, warrants or options convertible into shares of the corporation or carrying any right to purchase shares of any class in accordance with their proportionate equity in the corporation.

D. Cumulative Voting. The cumulative system of voting for directors or for any other purpose shall be followed.

ARTICLE VI

BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of not less than three (3) nor more than seven (7) members as the Bylaws may provide, who need not be share-holders of the corporation or residents of the State of Colorado.

The names and addresses of the persons who are to serve as directors of the corporation until the first annual meeting of shareholders, and until their successors shall be elected and shall qualify, are as follows:

Michael R. Pierce	13524 W. Virginia Drive Denver, Colorado 80220
Michael N. Courtney	520 15th Street Golden, Colorado 80401
Stephen F. Pierce	1103 E. 18th Street Greeley, Colorado

ARTICLE VII

Contracts

No other contract or other transaction between the corporation and any other person, firm, partnership, corporation, trust, joint venture, syndicate or other entity shall be in any way affected or invalidated solely by reason of the fact that any director or

officer of the corporation is pecuniarily or otherwise interested in, or is a director, officer, shareholder, employee, fiduciary or member of such other entity, or solely by reason of the fact that any director or officer individually, or any entity in which any director or officer is in any way interested, may be a party to or may be interested in a contract or other transaction of the corporation.

ARTICLE VIII

Corporate Assets

In addition to the other powers now or hereafter conferred upon the Board of Directors by these Articles of Incorporation, the Bylaws of the corporation, or by the laws of the State of Colorado, the Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of the stated capital of the capital surplus of the corporation, a portion of the corporate assets, in cash or in kind, subject, however, to the limitations contained in the Colorado Corporation Code.

ARTICLE IX

Registered Office

The address of the initial registered office of the corporation is 13524 W. Virginia Drive, Lakewood, Colorado 80228, and the name of the initial registered agent of the corporation at such address is Michael R. Pierce.

ARTICLE X

Amendments

The corporation reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to, its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the Colorado Corporation Code, and all rights and powers conferred upon directors and shareholders hereby are granted subject to this reservation.

ARTICLE XI

Bylaws

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The initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter or amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, but the stockholders may also alter, amend or repeal the bylaws or adopt new bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XII

Indemnification

Each director and each officer (and his heirs, executors and administrators) shall be indemnified by the corporation against expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, or at its request, of any other corporation of which it is a stockholder or creditor and from which he is not entitled to be indemnified (whether or not he continues to be a director or officer at the time of imposing or incurring such expenses), except in respect of matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; or in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

ARTICLE XIII

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Incorporators

The names and addresses of the incorporators of the corporation are as follows:

Michael R. Pierce	13524 W. Virginia Drive Denver, Colorado 80220
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Michael N. Courtney	520 15th Street Golden, Colorado 80401
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Stephen F. Pierce	1103 E. 18th Street Greeley, Colorado
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IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators designated in Article XI of the annexed and foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 7th day of September 1977.

Michael R. Pierce

Stephen F. Pierce

Michael N. Courtney

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

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I, MARY R. RUTALA, a Notary
Public, hereby certify that MICHAEL R. PIERCE, MICHAEL N. COURTNEY
AND STEPHEN F. PIERCE, known to me to be the persons whose names
are subscribed to the annexed and foregoing Articles of Incorporation,
appeared before me this day in person and each being
by me first duly sworn, acknowledged and declared that they
signed said Articles of Incorporation as their free and voluntary
act and deed for the uses and purposes therein set forth and
that the statements therein contained are true.

My commission expires:

WITNESS my hand and official seal this 7 day of
September 1977.

My Commission Expires Dec. 18, 1979

Mary R. Rutala
Notary Public

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